

**EXHIBIT A**

**Form of Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 11
	)
W. R. GRACE & CO., et al., <sup>1</sup>	) Case No. 01-01139 (JKF)
	) (Jointly Administered)
Debtors.	)
	) Re docket no. _____
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**ORDER AUTHORIZING THE DEBTORS TO SERVE THE ACQUISITION ORDER ON  
SELLER, THE COMMITTEES AND FCRS**

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Upon consideration of the *Certificate of Counsel Regarding Order Authorizing the Debtors to Serve the Acquisition Order on Seller, the Committees and FCRS* (the “Supplemental Certificate of Counsel”), it appearing that the relief requested is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:<sup>2</sup>

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Supplemental Certificate of Counsel, *Certificate of Counsel Regarding Order as Amended, Authorizing, but not*

1. The Acquisition Order shall remain filed under seal.
2. The Acquisition Order shall be released only to counsel for the Debtors and the Debtors themselves.
3. Counsel for the Debtors shall be permitted to serve the Acquisition Order on Seller, the Committees and the FCRs.
4. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.
5. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 6004(h), Fed. R. Bankr. P. 9014 or otherwise.

Dated: \_\_\_\_\_, 2011

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

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*Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition, docket no. 27280. the Motion for Entry of a Protective Order Authorizing the Debtors to File Under Seal Their Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition, Dkt. No. 27115 (the "Seal Motion"), Protective Order Authorizing the Debtors to File Under Seal Their Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition, Dkt. No. 27126 (the "Seal Order"), Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition, docket no. 27114 (the "Acquisition Motion"), Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition (the "Acquisition Order") or the First Amended Joint Plan of Reorganization in these Chapter 11 Cases, Docket no. 25881, as it may be further amended, supplemented or otherwise modified from time to time and the schedules and exhibits to the foregoing, as the same may be in effect from time to time (the "Plan").*